

Drucker Margo  
Form 4  
January 03, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Drucker Margo

(Last) (First) (Middle)

C/O GRUBHUB INC., 1065  
AVENUE OF THE AMERICAS,  
15TH FL

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GrubHub Inc. [GRUB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP, Secretary, Gen Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	01/01/2018		M			791	A	Ⓐ	891	D	
Common Stock	01/01/2018		F <sup>(2)</sup>			335	D	\$ 71.8	556	D	
Common Stock	01/02/2018		M <sup>(3)</sup>			2,110	A	\$ 13.7	2,666	D	
Common Stock	01/02/2018		M <sup>(3)</sup>			2,195	A	\$ 24.2	4,861	D	
Common Stock	01/02/2018		S <sup>(3)</sup>			4,305	D	\$ 70.953	556	D	

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(4)

Common Stock      01/03/2018      S(3)      456      D      \$ 71.45      100      D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title	
Restricted Stock Units	(5)	01/01/2018		M	791	(6)      (6)	Common Stock	791
Stock Options (Right to Buy)	\$ 13.7	01/02/2018		M(3)	2,110	(7)      01/28/2024	Common Stock	2,110
Stock Options (Right to Buy)	\$ 24.2	01/02/2018		M(3)	2,195	(8)      12/31/2025	Common Stock	2,195

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

Drucker Margo  
C/O GRUBHUB INC.  
1065 AVENUE OF THE AMERICAS, 15TH FL  
NEW YORK, NY 10018

SVP, Secretary, Gen Counsel

## Signatures

/s/ Margo  
Drucker

01/03/2018

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").

(2) Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.

(3) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

(4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$70.34 to \$71.69, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(5) Each RSU represents a contingent right to receive a share of common stock or, at the option of the Compensation Committee, cash of equivalent value.

(6) On December 31, 2015, the Reporting Person was granted 38,000 RSUs, 25% of which vested on January 1, 2017 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.

(7) On January 28, 2014, the Reporting Person was granted 50,600 options, 25% of which vested on February 1, 2016 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.

(8) On December 31, 2015, the Reporting Person was granted 8,799 options, 25% of which vested on January 1, 2017 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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